

金山工業(集團)有限公司
Gold Peak Industries (Holdings) Limited

RECEIVED

2004 NOV -8 P 3: 11

OFFICE OF INTERNATIONAL
CORPORATE FINANCE



November 5, 2004

Securities & Exchange Commission
Division of Corporate Finance
Office of International Corporate Finance
Room 3045, STOP 3-4,
Judiciary Plaza,
450 Fifth Street, N.W.,
Washington, D.C. 20549,
U.S.A.



04045998

EXEMPTION # 82-3604

Dear Sirs,

Gold Peak Industries (Holdings) Limited

SUPPL

On behalf of Gold Peak Industries (Holdings) Limited (the "Company"), a company incorporated in Hong Kong, I am furnishing herewith the below listed documents pursuant to Rule 12g3-2(b) (iii) under the Securities Exchange Act of 1934 ("Exchange Act").

Name of Report

Date Announced/Filed

SC1-Return of Allotments

October 15, 2004

Annual Return

October 15, 2004

Announcement of Discloseable Transaction – Transactions
relating to 5.2% of shares in GP Industries Limited

October 21, 2004

Thank you for your attention.

Yours faithfully,

GOLD PEAK INDUSTRIES (HOLDINGS) LIMITED

PROCESSED

NOV 08 2004

THOMSON
FINANCIAL

Wong Man Kit
Deputy General Manager

BEST AVAILABLE COPY

Encl.

11/9



Return of Allotments

公司註冊處
Companies Registry

RECEIVED (公司條例第 45(1)條)
(Companies Ordinance s. 45(1))

表格
Form SC1

重要事項 Important Notes

2004 NOV -8 P 3:11

- 填表前請參閱《填表須知》。
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.
Please print in black ink.

公司編號 Company Number

54055

1 公司名稱 Company Name

Gold Peak Industries (Holdings) Limited

(註 Note 7) 2 分配股份的日期或始末日期 Date or Period during which Shares were Allotted

由 From

13	10	2004
日 DD	月 MM	年 YYYY

至 To

日 DD	月 MM	年 YYYY

3 本次股份分配的總款額 Totals of this Allotment

(註 Note 8)

已繳及應繳的總面額

Total Nominal Amount Paid and Payable

已繳及應繳的溢價總額 [第 5A(a) + 5B(a)項]

Total Premium Amount Paid and Payable [Sections 5A(a) + 5B(a)]

貨幣單位
Currency款額
Amount

HKD	10,000
HKD	13,400

4 公司自成立為法團當日起計，累積的已繳股款總額(包括本次分配但不包括溢價)

Cumulative Total of Paid-up Share Capital of the
Company since Incorporation (Including this
Allotment but Excluding Premium)

貨幣單位
Currency款額
Amount

HKD	272,317,533.50

(註 Note 3) 提交人的資料 Presentor's Reference

Gold Peak Industries (Holdings) Limited
8/F., Gold Peak Building
30 Kwai Wing Road
Kwai Chung, N.T.
Hong Kong

電話 Tel: 2427 1133 傳真 Fax: 2401 0549

電郵地址 E-mail Address:

檔號 Reference:

指明編號 2/2004 (修訂) (2004 年 2 月)
Specification No. 2/2004 (Revision) (Feb. 2004)

請勿填寫本欄 For Official Use

Your Receipt
Companies Registry
H.K.

15/10/2004 DD578233
CR No. : -054055-
Sh. Form : SC1
OS \$14.00
TOTAL (CSH) \$14.00
=====

5 本次股份分配的詳情 Details of this Allotment

A. 現金支付的分配股份 Shares Allotted for Cash

股份類別 Class of Shares	獲分配的 股份數目 Number of Shares Allotted	每股的面值 Nominal Value of <i>Each Share</i>	每股已繳及應繳的款額 (包括溢價) Amount Paid and Payable on <i>Each Share</i> (Including Premium)		每股的溢價 款額 Premium on <i>Each Share</i>	已繳及應繳 的溢價總款額 <i>Total</i> Premium Paid and Payable (a)
			已繳付 Paid	應繳付 Payable		
Ordinary	20,000	0.50	1.17	Nil	0.67	13,400

(註 Note 9)

B. 非現金支付的分配股份 Shares Allotted otherwise than in Cash

股份類別 Class of Shares	獲分配的 股份數目 Number of Shares Allotted	每股的面值 Nominal Value of <i>Each Share</i>	每股被視作已繳 及應繳的款額 (包括溢價) Amount Treated as Paid and Payable on <i>Each Share</i> (Including Premium)		每股的溢價 款額 Premium on <i>Each Share</i>	被視作已繳及應繳 的溢價總款額 <i>Total</i> Premium Treated as Paid and Payable (a)
			已繳付 Paid	應繳付 Payable		
Nil						

(註 Note 10)

分配上述(B)項股份的代價

Consideration for which the Shares in (B) have been Allotted

--

6 獲分配股份者的詳情 Details of Allottee(s)

姓名／名稱 Name	地址 Address	各類別股份分配的數目 No. of Shares Allotted by Class	
		類別 Class Ordinary	類別 Class
Ho Hung Yan	Rm 2913, Lei Hing House Lei Yue Mun Estate Yau Tong, Kowloon, Hong Kong	20,000	
各類別股份分配的總數 Total Shares Allotted by Class		20,000	

簽署 Signed :



姓名 Name : Wong Man Kit
董事 Director / 秘書 Secretary *

日期 Date : 15/10/2004
日 DD / 月 MM / 年 YYYY

*請刪去不適用者 Delete whichever does not apply

重要事項 Important Notes

- 填表前請參閱《填表須知》
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.
Please print in black ink.

公司編號 Company Number

54055

1 公司名稱 Company Name

Gold Peak Industries (Holdings) Limited

(註 Note 8)

2 商業名稱 Business Name

N/A

3 公司類別 Type of Company

請在有關空格內加✓號 Please tick the relevant box

☐

有股本的私人公司

Private Company having a share capital

☒

其他

Others

4 本申報表日期 Date of this Return

本申報表列載公司截至右列日期為止的資料

The information in this Return is made up to

10

09

2004

日 DD

月 MM

年 YYYY

(如屬有股本的私人公司，本申報表應列載截至公司成立為法團的周年日期的資料。如屬其他公司，所列載的資料則應截至公司周年大會日期或以代替周年大會的書面決議的日期為止。)

For a private company having a share capital, the information in this Return should be made up to the anniversary of the date of incorporation. For other companies, the information should be made up to the date of the annual general meeting (AGM) or the date of written resolution passed in lieu of AGM.)

(註 Note 9)

5 註冊辦事處地址 Address of Registered Office

8th Floor, Gold Peak Building, 30 Kwai Wing Road, Kwai Chung, N.T.

(註 Note 10)

6 電郵地址 E-mail Address

(註 Note 3)

提交人的資料 Presentor's Reference

姓名 Name: Gold Peak Industries (Holdings) Limited

地址 Address: 8th Floor, Gold Peak Building
30 Kwai Wing Road
Kwai Chung, N.T.

電話 Tel: 24271133 傳真 Fax: 24891879

電郵地址 E-mail Address:

檔號 Reference:

請勿填寫本欄 For Official Use

Your Receipt
Companies Registry
H.K.

15/10/2004 00578232
CR No. : -054055-
Sh. Form : AR1L
27 \$140.00
TOTAL(CSH) \$140.00
=====

7 按揭及押記 Mortgages and Charges

截至本申報表日期，所有須根據《公司條例》第 80 及第 82 條規定向公司註冊處處長登記的按揭及押記的未償還總額

Total Amount outstanding as of the Date of this Return on all mortgages and charges which are required to be registered with the Registrar of Companies pursuant to sections 80 and 82 of the Companies Ordinance

HKD6,174,284.13

(註 Note 11) **8 無股本公司的成員數目 Number of Member(s) of a Company Not Having a Share Capital**
(有股本的公司毋須填報此項 Company having a share capital need not complete this section)

截至本申報表日期的成員數目

Number of member(s) as at the Date of this Return

(註 Note 12) **9 股本 Share Capital**
(無股本的公司毋須填報第 9 及第 10 項 Company not having a share capital need not complete sections 9 & 10)

截至本申報表日期 As at the Date of this Return					
股份類別 Class of Shares	法定股本 Authorized Share Capital	已發行股本 Issued Share Capital			
	總面值 Total Nominal Value †	已發行 股份數目 Number of Shares Issued (a)	每股已 發行股份 的面值 Nominal Value of Each Share Issued † (b)	已發行股份的 總面值 Total Nominal Value of Shares Issued † (a) x (b)	已發行股份的 已繳股款總值 (不包括溢價) Total Paid up Value of Shares Issued † (excluding premium)
Ordinary	HKD400,000,000	544,415,067	HKD0.5	HKD272,207,533.50	HKD272,207,533.50
總值 Total	HKD400,000,000	544,415,067		HKD272,207,533.50	HKD272,207,533.50

† 請註明貨幣單位(例如：港元、美元)
Please specify the currency (e.g. HKD, USD)

(註 Note 13) **10 有股本公司的成員詳情 Details of Member(s) of a Company Having a Share Capital**
 (如未能盡錄於下列表格內，請用續頁 A 填報 Use Continuation Sheet A if there is insufficient space)

截至本申報表日期的成員詳情 Details of Member(s) as at the Date of this Return

股份類別 Class of Shares

Ordinary

如公司的股份自上一份周年申報表日期以來(如屬首份周年申報表，則自公司成立為法團以來)有任何轉讓，有關詳情亦請一併填報；股份受讓人的姓名／名稱請在「備註」一欄註明。

If there have been any transfers of the company's shares since the date of the last Annual Return (or since incorporation if this is the first Annual Return), please also provide details of the transfers; the name of the transferee should be stated in the 'Remarks' column.

姓名／名稱 Name	地址 Address	股份 Shares		備註 Remarks
		現時持有量 Current Holding	轉讓 Transferred	
			數目 Number	
	Please refer to the Attachment			
總數 Total				

11 秘書 Secretary

A. 個人秘書 Individual Secretary

(如超過一名個人秘書，請用續頁 B 填報 Use Continuation Sheet B if more than 1 individual secretary)

中文姓名
Name in Chinese 黃文傑

英文姓名
Name in English Wong Man Kit
姓氏 Surname 名字 Other Names

前用姓名
Previous Names N/A

別名
Alias N/A

(註 Note 14)

香港住址
Hong Kong Residential Address Flat D, 16th Floor, Block 2, Tsui Chuk Garden, Kowloon

(註 Note 15)

電郵地址
E-mail Address

(註 Note 16)

身份證明 Identification

a 香港身份證號碼
Hong Kong Identity Card Number E873240(3)

b 海外護照
Overseas Passport N/A N/A
簽發國家 Issuing Country 號碼 Number

B. 法人團體秘書 Corporate Secretary

(如超過一名法人團體秘書，請用續頁 B 填報 Use Continuation Sheet B if more than 1 corporate secretary)

(註 Note 17)

中文名稱
Name in Chinese

(註 Note 17)

英文名稱
Name in English

(註 Note 18)

香港地址
Hong Kong Address

(註 Note 15)

電郵地址
E-mail Address

公司編號 Company Number
(只適用於在香港註冊的法人團體)
(Only applicable to body corporate registered in Hong Kong)

12 董事 Director

A. 個人董事 Individual Director

(如超過兩名個人董事，請用續頁 C 填報 Use Continuation Sheet C if more than 2 individual directors)

(註 Note 19)

1 身份

Capacity



董事

Director



候補董事

Alternate Director

代替 Alternate to

中文姓名

Name in Chinese

羅仲榮

英文姓名

Name in English

Lo

姓氏 Surname

Chung Wing Victor

名字 Other Names

前用姓名

Previous Names

N/A

別名

Alias

N/A

(註 Note 20)

住址

Residential
AddressHouse 22, Bella Vista,
Silver Terrace Road, DD229,
Lot 232, Silverstrand Beach,
Clearwater Bay, Kowloon

國家 Country

(註 Note 21)

電郵地址

E-mail Address

(註 Note 22)

身份證明 Identification

a 香港身份證號碼

Hong Kong Identity Card Number

E343873(6)

b 海外護照

Overseas Passport

N/A

簽發國家 Issuing Country

N/A

號碼 Number

12 董事 Director (續上頁 cont'd)

(註 Note 19)

2 身份
Capacity☒ 董事
Director☐ 候補董事
Alternate Director

代替 Alternate to

中文姓名
Name in Chinese

吳崇安

英文姓名
Name in English

Ng

Sung On Andrew

姓氏 Surname

名字 Other Names

前用姓名
Previous Names

N/A

別名
Alias

N/A

(註 Note 20)

住址
Residential
Address

12 Cooper Road, Jardine's Lookout, Hong Kong

國家 Country

(註 Note 21)

電郵地址
E-mail Address

(註 Note 22)

身份證明 Identification

a 香港身份證號碼
Hong Kong Identity Card Number

A901723(5)

b 海外護照
Overseas Passport

N/A

N/A

簽發國家 Issuing Country

號碼 Number

12 董事 Director (續上頁 cont'd)

B. 法人團體董事 Corporate Director

(如超過兩名法人團體董事，請用續頁 D 填報 Use Continuation Sheet D if more than 2 corporate directors)

(註 Note 19)	1 身份 Capacity	<input type="checkbox"/> 董事 Director	<input type="checkbox"/> 候補董事 Alternate Director	代替 Alternate to
	中文名稱 Name in Chinese	N/A		
	英文名稱 Name in English	N/A		
(註 Note 23)	地址 Address	N/A		國家 Country
(註 Note 21)	電郵地址 E-mail Address			
	公司編號 Company Number (只適用於在香港註冊的法人團體) (Only applicable to body corporate registered in Hong Kong)			
(註 Note 19)	2 身份 Capacity	<input type="checkbox"/> 董事 Director	<input type="checkbox"/> 候補董事 Alternate Director	代替 Alternate to
	中文名稱 Name in Chinese	N/A		
	英文名稱 Name in English	N/A		
(註 Note 23)	地址 Address	N/A		國家 Country
(註 Note 21)	電郵地址 E-mail Address			
	公司編號 Company Number (只適用於在香港註冊的法人團體) (Only applicable to body corporate registered in Hong Kong)	N/A		

12 董事 Director (續上頁 cont'd)

C. 備任董事 Reserve Director

(只適用於只有一名成員而該成員同時亦是唯一董事的私人公司 Only applicable to a private company with only one member who is also the sole director of the company)

中文姓名

Name in Chinese

N/A

英文姓名

Name in English

N/A

N/A

姓氏 Surname

名字 Other Names

前用姓名

Previous Names

N/A

別名

Alias

N/A

(註 Note 20)

住址

Residential Address

N/A

國家 Country

(註 Note 21)

電郵地址

E-mail Address

(註 Note 22)

身份證明 Identification

a 香港身份證號碼

Hong Kong Identity Card Number

N/A

b 海外護照

Overseas Passport

N/A

N/A

簽發國家 Issuing Country

號碼 Number

13 登記冊 Registers

公司備存下列登記冊的地址(如並非備存於第 5 項的註冊辦事處內)

Address where the following registers of the company are kept (if not kept at the Registered Office in Section 5)

登記冊 Register

地址 Address

a 成員登記冊
Register of Members

Abacus Share Registrars Limited
G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road,
Wanchai, Hong Kong

b 債權證持有人登記冊
(如有的話)
Register of Debenture
Holders (if any)

N/A

(註 Note 24) 14 隨表提交的帳目所涵蓋的會計結算始末日期

Period Covered by Accounts Submitted with this Form

(私人公司毋須填報此項 A private company need not complete this section)

01	04	2003
日 DD	月 MM	年 YYYY

至
To

31	03	2004
日 DD	月 MM	年 YYYY

15 證明書 Certificate

(此項證明只適用於私人公司。如不適用，請刪去此項。)

(This Certificate should only be completed in respect of a private company. If not applicable, please delete.)

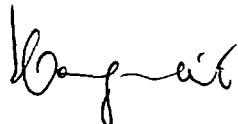
本人證明公司自上一份周年申報表日期以來(如屬首份周年申報表，則自成立為法團以來)，並無發出任何文件，邀請公眾人士認購公司任何股份或債權證；同時如成員數目於本申報表日期超過五十，則所超出的成員，全是根據《公司條例》第 29(1)(b)條不須計算入該五十名額內的人士。

I certify that the company has not, since the date of the last Annual Return (or since incorporation if this is the first Annual Return), issued any invitation to the public to subscribe for any shares or debentures in the company and that if the number of members is in excess of 50 as at the Date of this Return, the excess are persons who under section 29(1)(b) of the Companies Ordinance are not to be included in the calculation of 50.

本申報表包括 _____ 張續頁 A、_____ 張續頁 B、_____ 張續頁 C 及 _____ 張續頁 D。

This Return includes nil Continuation Sheet(s) A, nil Continuation Sheet(s) B, 11 Continuation Sheet(s) C and nil Continuation Sheet(s) D.

簽署 Signed :



姓名 Name : Wong Man Kit
—董事 Director / 秘書 Secretary *

日期 Date : 12 / 10 / 2004

日 DD / 月 MM / 年 YYYY

*請刪去不適用者 Delete whichever does not apply

本申報表日期 **Date of Return**

10	09	2004
日 DD	月 MM	年 YYYY

公司編號 **Company Number**

54055

個人董事詳情 (第 12A 項) Details of Individual Director (Section 12A)

(註 Note 19)

身份
Capacity☒董事
Director☐候補董事
Alternate Director

代替 Alternate to

中文姓名
Name in Chinese

羅仲炳

英文姓名
Name in English

Lo

Chung Ping Kevin

姓氏 Surname

名字 Other Names

前用姓名
Previous Names

N/A

別名
Alias

N/A

(註 Note 20)

住址
Residential AddressG/F., Flat E, 68A MacDonnell Road,
Hong Kong

國家 Country

(註 Note 21)

電郵地址
E-mail Address

(註 Note 22)

身份證明 **Identification**a 香港身份證號碼
Hong Kong Identity Card Number

E335072(3)

b 海外護照
Overseas Passport

N/A

N/A

簽發國家 Issuing Country

號碼 Number

本申報表日期 **Date of Return**

10	09	2004
日 DD	月 MM	年 YYYY

公司編號 **Company Number**

54055

個人董事詳情 (第 12A 項) Details of Individual Director (Section 12A)

(註 Note 19)

身份
Capacity董事
Director候補董事
Alternate Director

代替 Alternate to

中文姓名
Name in Chinese

羅仲煒

英文姓名
Name in English

Lo

Chung Wai Paul

姓氏 Surname

名字 Other Names

前用姓名
Previous Names

N/A

別名
Alias

N/A

(註 Note 20)

住址
Residential Address

19 Kent Road, Kowloon Tong, Kowloon

國家 Country

(註 Note 21)

電郵地址
E-mail Address

(註 Note 22)

身份證明 **Identification**a 香港身份證號碼
Hong Kong Identity Card Number

E207160(A)

b 海外護照
Overseas Passport

N/A

N/A

簽發國家 Issuing Country

號碼 Number

本申報表日期 **Date of Return**

10	09	2004
日 DD	月 MM	年 YYYY

公司編號 **Company Number**

54055

個人董事詳情 (第 12A 項) Details of Individual Director (Section 12A)

(註 Note 19)

身份
Capacity☒董事
Director☐候補董事
Alternate Director代替 **Alternate to**

--

中文姓名
Name in Chinese

梁伯全

英文姓名
Name in English

Leung	Pak Chuen
姓氏 Surname	名字 Other Names

前用姓名
Previous Names

N/A

別名
Alias

N/A

(註 Note 20)

住址
Residential Address

#18-03 Euro Asia Court 3, 7 River Valley Close, Singapore 238431	Singapore
	國家 Country

(註 Note 21)

電郵地址
E-mail Address

--

(註 Note 22)

身份證明 **Identification**a 香港身份證號碼
Hong Kong Identity Card Number

E381673(0)

b 海外護照
Overseas Passport

N/A	N/A
簽發國家 Issuing Country	號碼 Number

本申報表日期 **Date of Return**

10	09	2004
日 DD	月 MM	年 YYYY

公司編號 **Company Number**

54055

個人董事詳情 (第 12A 項) Details of Individual Director (Section 12A)

(註 Note 19)

身份
Capacity☒董事
Director☐候補董事
Alternate Director

代替 Alternate to

--

中文姓名
Name in Chinese

顧玉興

英文姓名
Name in English

Ku	Yuk Hing Richard
姓氏 Surname	名字 Other Names

前用姓名
Previous Names

N/A

別名
Alias

N/A

(註 Note 20)

住址
Residential Address

Flat G, 9/F., Begonia Mansion, Taikoo Wan Road, Taikoo Shing, Hong Kong	國家 Country
---	------------

(註 Note 21)

電郵地址
E-mail Address

--

(註 Note 22)

身份證明 **Identification**a 香港身份證號碼
Hong Kong Identity Card Number

A846493(9)

b 海外護照
Overseas Passport

N/A	N/A
簽發國家 Issuing Country	號碼 Number

本申報表日期 **Date of Return**

10	09	2004
日 DD	月 MM	年 YYYY

公司編號 **Company Number**

54055

個人董事詳情 (第 12A 項) Details of Individual Director (Section 12A)

(註 Note 19)

身份
Capacity☒董事
Director☐候補董事
Alternate Director

代替 Alternate to

--

中文姓名
Name in Chinese

莊紹樑

英文姓名
Name in English

Chuang	Siu Leung Andrew
姓氏 Surname	名字 Other Names

前用姓名
Previous Names

N/A

別名
Alias

N/A

(註 Note 20)

住址
Residential Address

Flat 2A, Hollywood Heights, 6 Old Peak Road, Hong Kong	
	國家 Country

(註 Note 21)

電郵地址
E-mail Address

--

(註 Note 22)

身份證明 **Identification**a 香港身份證號碼
Hong Kong Identity Card Number

A862479(0)

b 海外護照
Overseas Passport

N/A	N/A
簽發國家 Issuing Country	號碼 Number

本申報表日期 **Date of Return**

10	09	2004
日 DD	月 MM	年 YYYY

公司編號 **Company Number**

54055

個人董事詳情 (第 12A 項) Details of Individual Director (Section 12A)

(註 Note 19)

身份

Capacity☒董事
Director☐候補董事
Alternate Director

代替 Alternate to

--

中文姓名

Name in Chinese

周國偉

英文姓名

Name in English

Chau	Kwok Wai
姓氏 Surname	名字 Other Names

前用姓名

Previous Names

N/A

別名

Alias

N/A

(註 Note 20)

住址

Residential Address

5/F., The Primrose, 38 Rose Street, Yau Yat Chuen, Kowloon	
	國家 Country

(註 Note 21)

電郵地址

E-mail Address

--

(註 Note 22)

身份證明 **Identification**

a 香港身份證號碼

Hong Kong Identity Card Number

D063044(7)

b 海外護照

Overseas Passport

N/A	N/A
簽發國家 Issuing Country	號碼 Number

本申報表日期 **Date of Return**

10	09	2004
日 DD	月 MM	年 YYYY

公司編號 **Company Number**

54055

個人董事詳情 (第 12A 項) Details of Individual Director (Section 12A)

(註 Note 19)

身份
Capacity☒董事
Director☐候補董事
Alternate Director代替 **Alternate to**

--

中文姓名
Name in Chinese

王維勤

英文姓名
Name in English

Wong	Wai Kan
姓氏 Surname	名字 Other Names

前用姓名
Previous Names

N/A

別名
Alias

N/A

(註 Note 20)

住址
Residential Address

Flat B, 23 rd Floor, No.1 Homantin Hill, 1 Homantin Hill Road, Ho Man Tin, Kowloon	國家 Country
---	------------

(註 Note 21)

電郵地址
E-mail Address

--

(註 Note 22)

身份證明 **Identification**a 香港身份證號碼
Hong Kong Identity Card Number

E457857(4)

b 海外護照
Overseas Passport

N/A	N/A
簽發國家 Issuing Country	號碼 Number

本申報表日期 **Date of Return**

10	09	2004
日 DD	月 MM	年 YYYY

公司編號 **Company Number**

54055

個人董事詳情 (第 12A 項) Details of Individual Director (Section 12A)

(註 Note 19)

身份
Capacity董事
Director候補董事
Alternate Director

代替 Alternate to

中文姓名
Name in Chinese

羅肇強

英文姓名
Name in English

Lo

Siew Kiong John

姓氏 Surname

名字 Other Names

前用姓名
Previous Names

N/A

別名
Alias

N/A

(註 Note 20)

住址
Residential Address18A, Tower 10, Island Harbourview,
11 Hoi Fai Road, Kowloon

國家 Country

(註 Note 21)

電郵地址
E-mail Address

(註 Note 22)

身份證明 **Identification**a 香港身份證號碼
Hong Kong Identity Card Number

D399792(9)

b 海外護照
Overseas Passport

N/A

N/A

簽發國家 Issuing Country

號碼 Number

本申報表日期 **Date of Return**

10	09	2004
----	----	------

日 DD 月 MM 年 YYYY

公司編號 **Company Number**

54055

個人董事詳情 (第 12A 項) Details of Individual Director (Section 12A)

(註 Note 19)

身份

Capacity☒董事
Director☐候補董事
Alternate Director

代替 Alternate to

--

中文姓名

Name in Chinese

張定球

英文姓名

Name in English

Cheung	Ting Kau Vincent
--------	------------------

姓氏 Surname

名字 Other Names

前用姓名

Previous Names

N/A

別名

Alias

N/A

(註 Note 20)

住址

Residential Address

51D, Mt. Kellett Road, The Peak, Hong Kong	
--	--

國家 Country

(註 Note 21)

電郵地址

E-mail Address

--

(註 Note 22)

身份證明 **Identification**

a 香港身份證號碼

Hong Kong Identity Card Number

D105941(7)

b 海外護照

Overseas Passport

N/A	N/A
-----	-----

簽發國家 Issuing Country

號碼 Number

本申報表日期 **Date of Return**

10	09	2004
日 DD	月 MM	年 YYYY

公司編號 **Company Number**

54055

個人董事詳情 (第 12A 項) Details of Individual Director (Section 12A)

(註 Note 19)

身份

Capacity☒

董事

Director

☐

候補董事

Alternate Director

代替 Alternate to

中文姓名

Name in Chinese

呂明華

英文姓名

Name in English

Lui

Ming Wah

姓氏 Surname

名字 Other Names

前用姓名

Previous Names

N/A

別名

Alias

N/A

(註 Note 20)

住址

Residential AddressFlat A & B, 16/F., Skylodge 1,
8 Yin Ping Road, Kowloon

國家 Country

(註 Note 21)

電郵地址

E-mail Address

(註 Note 22)

身份證明 **Identification**

a 香港身份證號碼

Hong Kong Identity Card Number

A652463(2)

b 海外護照

Overseas Passport

N/A

N/A

簽發國家 Issuing Country

號碼 Number

本申報表日期 **Date of Return**

10	09	2004
日 DD	月 MM	年 YYYY

公司編號 **Company Number**

54055

個人董事詳情 (第 12A 項) Details of Individual Director (Section 12A)

(註 Note 19)

身份

Capacity☒董事
Director☐候補董事
Alternate Director

代替 Alternate to

中文姓名

Name in Chinese

陳志聰

英文姓名

Name in English

Chan

Chi Chung

姓氏 Surname

名字 Other Names

前用姓名

Previous Names

N/A

別名

Alias

N/A

(註 Note 20)

住址

Residential AddressFlat 86D, 7th Floor, Broadway Street,
Mei Foo Sun Chuen, Kowloon,
Hong Kong

國家 Country

(註 Note 21)

電郵地址

E-mail Address

(註 Note 22)

身份證明 **Identification**

a 香港身份證號碼

Hong Kong Identity Card Number

D060687(2)

b 海外護照

Overseas Passport

N/A

N/A

簽發國家 Issuing Country

號碼 Number

The Standard October 25, 2004

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金山工業(集團)有限公司

Gold Peak Industries (Holdings) Limited

(Incorporated in Hong Kong under the Companies Ordinance)
(Stock Code: 40)



DISCLOSEABLE TRANSACTION - TRANSACTIONS RELATING TO 5.2% OF SHARES IN GP INDUSTRIES LIMITED

On 19th October, 2004, the Company received a notice of exchange from WhiteRock pursuant to which WhiteRock exercised the Exchange Rights to exchange all the outstanding principal amount of the Note as at 21st October, 2004 into GPI Shares at the Exchange Price. As at 21st October, 2004, the outstanding principal amount of the Note was HK\$89,968,854 and the Note was exchangeable into 23,910,177 GPI Shares at the Exchange Price. The Exchange took place on 21st October, 2004.

On 21st October, 2004, the Company entered into the Sale and Purchase Agreement with WhiteRock pursuant to which WhiteRock had agreed to sell to the Company and the Company had agreed to purchase from WhiteRock the same 23,910,177 GPI Shares for a consideration of \$525,583,889 (or approximately HK\$118.97 million) in cash and payable on the third business day after 21st October, 2004.

The Buy-back constitutes a discloseable transaction for the Company under the Listing Rules. A circular containing, among other things, further details of the Transactions, will be despatched to shareholders of the Company as soon as practicable.

BACKGROUND

Reference is made to the announcement of the Company dated 12th October, 2000 regarding the issue of the Note and the announcement of the Company dated 9th February, 2001 regarding the amendment to the conversion price of the Note from HK\$2.60 per Share to HK\$2.20 per Share for the period from 9th February, 2001 to 8th February, 2002.

On 12th October, 2000, the Company entered into the Subscription Agreement in connection with the issue of the Note to WhiteRock by the Company. Pursuant to the terms of the Subscription Agreement, the Note will mature and will be repaid to WhiteRock on the date falling five years after the Note was issued. There is no early redemption option for the Note. The Note bears interest from the date of issue at the rate of 3% per annum, accrued on a yearly basis (pro-rated in the event of an incomplete year) on the principal amount of the Note outstanding from time to time. Interest accrued thereon are capitalized and form part of the principal amount of the Note.

WhiteRock has been granted with the rights at any time during the period from the date of issue to the maturity date of the Note (both days inclusive), either (i) to convert in whole or in part the Note into new Shares at the conversion price of HK\$2.60 per Share subject to such amendment to the conversion price of the Note as mentioned above; or (ii) to exchange in whole or in part the Note into GPI Shares at the Exchange Price; or (iii) a combination of (i) and (ii).

Completion of the Subscription Agreement took place on 31st October, 2000 and the Note was issued to WhiteRock by the Company on the same date. Since its date of issue, no conversion and/or exchange of the Note, either in whole or in part, has been made by WhiteRock.

THE TRANSACTIONS

On 19th October, 2004, the Company received a notice of exchange from WhiteRock pursuant to which WhiteRock exercised the Exchange Rights to exchange all the outstanding principal amount of the Note as at 21st October, 2004 into GPI Shares at the Exchange Price. As at 21st October, 2004, the outstanding principal amount of the Note was HK\$89,968,854 (representing the face value of the Note of HK\$80,000,000 and the interest accrued on the Note from the date of issue of the Note on 31st October, 2000 to 21st October, 2004 of HK\$9,968,854 which was capitalized and formed part of the principal amount of the Note) and the Note was exchangeable into 23,910,177 GPI Shares at the Exchange Price. The Exchange took place on 21st October, 2004.

On 21st October, 2004, the Company entered into the Sale and Purchase Agreement with WhiteRock pursuant to which WhiteRock had agreed to sell to the Company and the Company had agreed to purchase from WhiteRock the same 23,910,177 GPI Shares for a consideration of \$525,583,889 (or approximately HK\$118.97 million) in cash and payable on the third business day after 21st October, 2004.

The following is a summary of the principal terms of the Sale and Purchase Agreement.

THE SALE AND PURCHASE AGREEMENT

Date: 21st October, 2004

Parties:

Vendor: WhiteRock, an overseas fund which specializes in event-driven technology investments

Purchaser: the Company

To the best of knowledge, information and belief of the Directors having made all reasonable enquiries, WhiteRock and its ultimate beneficial owners are independent of the Company and with each of the Directors, chief executive or substantial shareholders of the Company and its subsidiaries, and each of their respective associates (as defined in the Listing Rules). Prior to and after the Transactions, WhiteRock did not hold any existing shareholding interest in the Company.

Assets being transferred

23,910,177 GPI Shares, representing approximately 5.2% of the existing issued share capital of GP Industries.

Consideration

\$51.07 per GPI Share amounting to the aggregate consideration of \$525,583,889 (or approximately HK\$118.97 million) in cash and payable on the third business day after 21st October, 2004. The consideration will be satisfied by the internal resources of the Company.

The consideration was determined after arm's length negotiations based on various factors including the earnings potential and growth prospects of GP Industries and the market value of the GPI Shares.

The consideration of \$51.07 per GPI Share represented (i) a premium of 7% over the closing price of \$51.00 per GPI Share quoted on the Singapore Stock Exchange on the trading day immediately preceding the date of this announcement and (ii) a premium of approximately 4.4% over the average closing price of \$51.025 per GPI Share quoted on the Singapore Stock Exchange for the 60 trading days immediately preceding the date of this announcement.

Completion

Completion took place immediately after the signing of the Sale and Purchase Agreement, which was 21st October, 2004.

INFORMATION ON GP INDUSTRIES

GP Industries has been listed on the Main Board of the Singapore Stock Exchange since 1995 and a component stock of SingEquities Electronic Index since December 1999. GP Industries currently holds an approximately 65.15% interest in CIHL and an approximately 49.08% interest in GP Batteries respectively. CIHL and GP Batteries have been listed on the Singapore Stock Exchange since 1992 and 1991 respectively and are component stocks of the Business Times Singapore Regional Index. CIHL is principally engaged in the development, manufacture and marketing of electrical installation products. GP Batteries is engaged in the development, manufacture and marketing of batteries and related products.

In addition to its investment in CIHL and GP Batteries, GP Industries is also engaged in the development, manufacture and marketing of a wide range of products including electronics and components, wire harness and cables as well as acoustics. GP Industries is the main industrial investment vehicle of the Company which held approximately 87.23% interest in GP Industries as at the date of this announcement.

SUMMARY OF FINANCIAL RESULTS OF GP INDUSTRIES

A summary of the audited consolidated results of GP Industries for the two years ended 31st March, 2004 are as follows:

	Year ended 31st March,	
	2003	2004
Turnover	\$3,000	\$3,000
Profit before tax and minority interests	321,719	374,545
Profit after tax and minority interests	42,817	100,844
	31,953	82,639

The audited net tangible assets of GP Industries as at 31st March, 2004 amounted to approximately \$3402.8 million.

SHAREHOLDING STRUCTURE OF GP INDUSTRIES BEFORE AND AFTER THE TRANSACTIONS
Before the Transactions, GP Industries had an existing issued share capital of 459,223,443 shares, of which 399,715,443 shares were held by the Company, representing approximately 87.23% of the existing issued share capital of GP Industries. After the Transactions, the interests of the Company in GP Industries would remain unchanged and GP Industries continues to be an approximately 87.23% owned subsidiary of the Company.

REASONS FOR THE BUY-BACK

The Company is committed to the long-term objective of maximizing shareholder value through strategic acquisitions and disposals and rationalization of the existing businesses and corporate structure of the Gold

Peak Group. This strategy began with the transfer by the Company of its entire interests in GP Batteries and CIHL to GP Industries in 2000 whereby GP Industries became the main industrial investment vehicle of the Company. The Company pursued this strategy further in April 2004 when GP Industries acquired further interests in CIHL which resulted in CIHL becoming a direct subsidiary of GP Industries and an indirect subsidiary of the Company. GP Industries has experienced strong robust growth in its business and earnings during the last two financial years. The Buy-back therefore presents a good opportunity for the Company to maintain its interests in GP Industries at a price that reflects its underlying value and is in line with the Company's long-term objective of maximizing shareholder value. The Buy-back also manifests the Company's full confidence in the business and future prospects of GP Industries thereby sending positive assurances to its business partners, customers and investors and consolidating their relationship with GP Industries which will in turn benefit the Company in the long run.

The Board believes that the terms of the Sale and Purchase Agreement are fair and reasonable and the Buy-back is in the interests of the Company and its shareholders as a whole.

GENERAL

The Company acts as an investment holding company. The activities of its principal subsidiaries and associates are investment holding and manufacturing, marketing and trading of batteries, audio equipment, electrical installation products and various electronic products.

The Buy-back constitutes a discloseable transaction for the Company under the Listing Rules. A circular containing, among other things, further details of the Transactions, will be despatched to shareholders of the Company as soon as practicable.

As at the date of this announcement, the Board consists of Mr. Victor Lo Chung Wing (Chairman & Chief Executive), Mr. Andrew Ng Sung On (Vice Chairman), Mr. Kevin Lo Chung Ping, Mr. Paul Lo Chung Wai, Mr. Leung Pak Chuen, Mr. Richard Ku Yuk Hing, Mr. Andrew Cheung Siu Leung, Mr. Chau Kwok Wai and Mr. Raymond Wong Wai Kan as Executive Directors, Mr. Vincent Cheung Tung Kai as Non-Executive Director and Mr. John Lo Siu Kiong, Mr. Lui Ming Wah and Mr. Frank Chan Chi Chung as Independent Non-Executive Directors.

DEFINITIONS

"Board"

the board of Directors

"Buy-back"

the transfer of 23,910,177 GPI Shares by WhiteRock to the Company pursuant to the Sale and Purchase Agreement

"CIHL"

CIHL Limited, a company incorporated in Singapore with limited liability, the shares of which are listed on the Singapore Stock Exchange and an approximately 65.15% owned subsidiary of GP Industries

"Company"

Gold Peak Industries (Holdings) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Hong Kong Stock Exchange

"Directors"

directors of the Company

"Exchange"

the transfer of 23,910,177 GPI Shares by the Company to WhiteRock upon the exercise of the Exchange Rights by WhiteRock

"Exchange Price"

the exchange price of \$50.845 of the GPI Shares at an exchange rate of \$51=HK\$4.455 subject to adjustments as set out in the Note

"Exchange Rights"

the rights attached to the Note to exchange the same or a part thereof into GPI Shares

"Gold Peak Group"

the Company and its subsidiaries

"GP Batteries"

GP Batteries Limited, a company incorporated in Singapore with limited liability, the shares of which are listed on the Singapore Stock Exchange and an approximately 49.08% associate of GP Industries

"GP Industries"

GP Industries Limited, a company incorporated in Singapore with limited liability, the shares of which are listed on the Singapore Stock Exchange and an approximately 87.23% owned subsidiary of the Company

"GPI Shares"

existing ordinary shares of \$50.20 each of GP Industries

"Hong Kong"

Hong Kong Special Administrative Region of the People's Republic of China

"Hong Kong Stock Exchange"

The Stock Exchange of Hong Kong Limited

"Listing Rules"

the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange

"Note"

the HK\$80 million convertible and/or exchangeable note issued by the Company pursuant to the Subscription Agreement

"Sale and Purchase Agreement"

a sale and purchase agreement dated 21st October, 2004 entered into between WhiteRock and the Company in relation to the Buy-back

"Singapore Stock Exchange"

The Singapore Exchange Securities Trading Limited

"Share(s)"

ordinary shares of HK\$0.50 each of the Company

"Singapore"

the Republic of Singapore

"Subscription Agreement"

a conditional subscription agreement dated 12th October, 2000 (as supplemented by a supplemental deed dated 9th February, 2001) entered into between the Company and WhiteRock in connection with the issue of the Note by the Company, the completion of which took place on 31st October, 2000

"Transactions"

the Exchange and the Buy-back

"WhiteRock"

WhiteRock Investments I Limited, a company incorporated in the British Virgin Islands with limited liability

"HK\$"

Hong Kong dollars, the lawful currency of Hong Kong

"S\$"

Singapore dollars, the lawful currency of Singapore

"%"

per cent.

In this announcement, unless otherwise stated, certain amounts denominated in Singapore dollars have been translated (for information only) into Hong Kong dollars at an exchange rate of \$51=HK\$4.65. Such conversions shall not be construed as representations that amounts in Singapore dollars could have been or could be converted into Hong Kong dollars (or vice versa) at such exchange rate or any other exchange rate.

By Order of the Board
WONG Man Kit
Company Secretary

Hong Kong, 21st October, 2004
www.goldpeak.com



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